

UCREST BERHAD (420056-K)
(FORMERLY KNOWN AS PALETTE MULTIMEDIA BHD)

BOARD CHARTER

1. Introduction

This Board Charter has been adopted by the Board of Directors (“Board”) of UCrest Berhad (Formerly Known As Palette Multimedia Bhd) (“UCrest” or “Company”) which collectively leads and is responsible for the success of the Company and its subsidiaries (“UCrest Group”) by providing entrepreneurial leadership and supervision as well as direction of the management. The Board is the ultimate decision making body.

2. Purpose

The Board Charter sets out the duties, responsibilities, functions and power of the Board and various Board Committees in accordance with the principles of good corporate governance as set out in the guidelines issued by the regulatory authorities.

3. Authority

The Board derives its authority to act from the Memorandum and Articles of Association (M&A) of the Company and the laws and regulations governing companies in Malaysia.

4. Board Structure

(a) Board Composition and Balance

The Articles of Association (“AA”) of the Company specifies that the number of Directors shall be at least two (2) and (unless otherwise determined by ordinary resolution) not more than ten (10).

At least two (2) or one-third (1/3), whichever is higher, of the Board members shall comprise of Independent Directors. The Independent Directors shall provide independent and objective judgement and mitigate risks arising from conflict of interest or undue influence from interested parties. The Independent Directors shall assist to ensure that the interests of all shareholders are taken into consideration by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

The Chairman of the Board shall be an Independent Director. However, where the Chairman is not an Independent Director, the Board shall comprise a majority of Independent Directors to ensure balance of power and authority on the Board.

The Board may appoint a Senior Independent Director to whom shareholders' concerns can be conveyed.

The Board shall undertake an assessment of the independence of its Independent Directors on an annual basis to examine the level of independence of the Independent Director and to ensure the Independent Director can continue to bring independent and objective judgment to board deliberations.

The tenure of service of Independent Directors should not exceed a cumulative term of nine (9) years or upon reaching the age of 70 years, whichever is earlier. An Independent Director who has served the company for nine (9) years may, subject to the shareholders' approval, continue to serve the Group in the capacity of Independent Director. In obtaining the shareholders' approval, the Nomination Committee should conduct an assessment of the Independent Director(s) and recommend to the Board whether the Independent Director(s) should remain independent.

The Board shall consist of qualified individual with diverse experience, background, skill and knowledge to enable them to discharge their duties and responsibilities effectively. The Board shall assess and review its diversity, composition and size as a whole from time to time to ensure its appropriateness and effectiveness.

The Board shall at all times consider, promotes and welcomes diversity and gender mix in its composition and give due recognition to the financial, technical and business experience of the Directors.

(b) Appointment and Re-election of the Directors

(i) Appointment

The Board may exercise the power pursuant to the AA to appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director upon due recommendation from the Nomination Committee.

(ii) Re-election and re-Appointment

The Director(s) appointed during the year is required to retire and seek election by shareholders at the following Annual General Meeting ("AGM") immediately after their appointment. As required in the AA, one-third (1/3) of the Directors shall retire by rotation and seek for re-election at each AGM and that each Director shall submit himself / herself for re-election every three years. The Managing Director shall be subject to retirement by rotation.

The Nomination Committee conducts an annual assessment on the performance of each Director. The results of the review of individual Directors together with the recommendation by the Nomination Committee will be taken into account by the Board in determining the assessment of the Directors and also on the re-appointment/re-election of Directors by shareholders under the annual re-election provisions.

(iii) **New Directorship**

The Chairman of the Board and the Company Secretary shall be notified of any new directorship by any Board members. The notification shall include an indication of time that will be spent on the new appointment.

The number of directorships in listed corporations held by any Board Member at any one time shall comply with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”).

(iv) **Director Training Requirement**

The Board shall ensure compliance of Bursa Malaysia Mandatory Accredited Programme (“MAP”) for newly appointed directors and assess further training programmes needs of the Directors on an on-going basis.

In addition to the MAP as required by the Bursa Malaysia Securities Berhad, the Directors shall continue to update their knowledge and enhance their skill through appropriate continuing education programmes and life-long learning. This will enable Directors to effectively discharge duties and sustain active participation in the Board deliberation.

The Board shall assess the training requirement of the Directors from time to time and each of the directors is advisable to attend at least one (1) workshop or seminar during a financial year.

Directors may request that training programmes on specific subjects be arranged in order to facilitate them in discharging their duties effectively.

(d) **Annual Review of Directors**

The Board shall undertake to review and evaluates its own performance on an annual basis to ensure Board effectiveness.

(e) Principal Duties and Responsibilities of the Board

The Board who oversees the business and affairs of the Company will assume the following responsibilities:-

- Reviewing, adopting and monitoring strategic plans for the Group to ensure that the Group's goals are clearly established;
- Overseeing the conduct of the Company's business;
- Identifying risks and assume active role in ensuring the implementation of appropriate systems to manage or mitigate these risks;
- Succession planning, including appointing, training, fixing the compensation of the key managements and to review the succession Policy from time to time;
- Ensuring measures and/or policies are in place to assess and oversee Management's performance for strengthening the Group's performance;
- Developing and implementing an investor relations programme or shareholder communications policy for the Group; and
- Reviewing the adequacy and integrity of the Group's internal control systems and management information systems, including system for compliance with applicable laws, regulations, rules, directives and guidelines.

(f) Power Delegated to Management

The Board delegates the day-to-day management of UCrest's business to the Board Executive Committee, but reserves for its consideration significant matters such as the following:

- Approval of financial results;
- Declaration of dividends;
- Risk appetite setting;
- Credit policy;
- Business (Acquisitions/Disposal);
- Capital Expenditures;

- Corporate Proposal; and
- Budget.

5. **Role of the Board Committee**

The Board may from time to time establish committees as it considers appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following committees to assist in the execution of its responsibilities:-

- (i) Audit Committee;
- (ii) Nomination Committee;
- (iii) Remuneration Committee; and
- (iv) Option Committee.

The above Committees shall operate within the roles and responsibilities as set out in the terms of reference of each Committee. The Committees are authorized by the Board to deal, deliberate and carry out the matters delegated to them within their terms of reference. The Chairman of the respective Committees shall report the outcome of the Committee meeting to the Board accordingly and such reports or minutes will be included in the Board papers.

The terms of reference of the respective Board Committees are as attached to this Board Charter under the following Appendices:-

- (i) Appendix I – Terms of Reference of the Audit Committee
- (ii) Appendix II – Terms of Reference of the Nomination Committee
- (iii) Appendix III – Terms of Reference of the Remuneration Committee
- (iv) Appendix IV – Terms of Reference of the Option Committee

6. **Board Process and Meeting Procedures**

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors.

(a) **Frequency**

The Board shall schedule to meet at least four (4) times a year. However, additional meetings may be convened as and when deemed necessary as determined by the member of the Board.

(b) Notice

The Notice of Board Meeting together with Board Papers or such relevant materials should be delivered at least five (5) business days in advance to all Directors and the parties being invited to the Board Meeting for their review in order to facilitate meaningful deliberation during the meeting.

(c) Quorum

Pursuant to the AA, the quorum of the Board Meeting may be fixed by the Directors (as the case may be) and unless so fixed at any other number shall be two (2). However, a Director shall not be count in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

(d) Attendance at Board Meeting

The office of a Director shall become vacant if a Director is absent from more than 50% of the total Board Meeting held during a financial year.

Management is invited to attend Board and Committee Meeting to provide inputs as and when necessary.

(e) Voting

Question arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, when two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote in the question at issue shall not have a casting vote.

(f) Minutes

The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof in discharging its duties and responsibilities.

(g) Access to Information and Independent Professional Advice

All Directors have the same right of access to all information pertaining to the Company whether as a full or in their individual capacity, in furtherance of their duties and responsibilities as Directors in the Company. The Management should supply accurate and complete information to the Board in a timely manner to enable the Board to discharge its duties effectively.

All Directors should have access to the advice and services of the Company Secretary.

The Board collectively, and each Director individually, has the rights to seek independent professional advice at the Company's expenses, subject to the approval by the Board.

7. Directors' Remuneration

Remuneration Committee is responsible to recommend the remuneration packages for the Executive Director(s) taking into consideration of the individual performance, seniority, experience and scope of responsibilities that is sufficient to attract and retain the Directors needed to run the Company successfully.

The determination of remuneration packages of Non-Executive Directors should be a matter for the Board as a whole and the individual concerned should abstain from discussing their owing remuneration. Fees payable to the Non-Executive Directors shall be a fixed sum and shall not be payable by a commission on or percentage of profits or turnover.

The Board shall determine the remuneration packages taking into consideration the recommendations of the Remuneration Committee. The Remuneration Policy can be found in Appendix III.

8. Roles of the Chairman

The role of the Chairman and the Managing Director/ Chief Executive Officer shall be distinct and separated to ensure a balance of power and authority.

The responsibilities of the Chairman should include leading the Board in the oversight of management, amongst others, includes the following roles and responsibilities :-

- Providing support and guidance to Senior Management Offices to assist and facilitate management succession planning;
- Grooming and mentoring Senior Management Offices to achieve consistently high levels of professionalism and excellent performance;
- Chairing the Board Executive Committee meetings;
- Providing leadership to the Board and is responsible for the developmental needs of the Board;

- Ensuring that guidelines and procedures are in place to govern the Board's operation and conduct;
- Ensuring the smooth functioning of the Board and the Governance structure and inculcating positive culture in the Board;
- Ensuring that procedures and processes are in place to facilitate effective conduct of business by the Board;
- Chairing Board meetings and ensures the following:
 - ❖ All relevant issues are on the agenda of Board meetings
 - ❖ Board debates strategic and critical issues
 - ❖ Board receives the necessary management reports relating to the Company's business on a timely basis
 - ❖ All directors are able to participate openly in discussions at Board meetings
 - ❖ Providing leadership to the Board and is responsible for the developmental needs of the Board
 - ❖ Chairing general meetings of the Company and provide clarification on issues that may be raised by shareholders.

9. Roles of Managing Director/ Chief Executive Officer ("CEO")

The Managing Director/ CEO shall focus on the business operation and day-to-day management of the Company. Amongst others, the responsibilities of the Managing Director/ CEO shall include the following :-

- Developing the business direction and strategies of the Company;
- Ensuring that the Company business strategies and policies are effectively implemented;
- Providing the direction for the implementation of short and long term business plans;
- Providing strong leadership ie. Effectively communicating a vision, management philosophy and business strategy to employees;
- Keeping the Board well informed of salient aspects and issues concerning the Company operations and ensuring that adequate management reports are submitted to Board members;
- Responsible for the effective management of the Company's day-to-day operations;

- Ensuring that there are adequate systems and controls to safeguard the interests of the Company and all stakeholders.

10. Roles of Independent Non-Executive Directors

An Independent Director shall provide the independent judgment and opinions during Board Meeting. Amongst others, includes the following roles and responsibilities:-

- Providing independent and objective views (in the case of Non-Executive Directors who are Independent Non-Executive Directors), assessment and suggestions in deliberations of the Board;
- Ensuring effective check and balance in the proceedings of the Board;
- Mitigating any possible conflict of interest between the policy-making process and day-to-day management of the Company;
- Constructively challenging and contributing to the development of the business strategies and direction of the Company;
- Ensuring that there are adequate systems and controls to safeguard the interests of the Company and all stakeholders;
- Ensuring that the culture of accountability, transparency, integrity, professionalism and responsible conduct is consistently adhered to in the Company.

11. Company Secretary

The Company Secretary shall be a person who is qualified pursuant to Section 235(2) of the Companies Act, 2016 and competent in carrying his/her duties. The appointment and removal of the Company Secretary shall be decided by the Board of Directors.

The roles and responsibilities of a Company Secretary include, but are not limited to the following:

- i. Manage all board and committee meeting logistics, attend and record minutes of all board and committee meetings and facilitate board communications;
- ii. Ensure statutory records are kept and maintained in a proper manner, in compliance with all applicable laws and regulatory guidelines;
- iii. Advise the board on its roles and responsibilities;
- iv. Facilitate the orientation of new directors and assist in director training and development;

- v. Advise the board on corporate disclosures and compliance with company and securities regulations and listing requirements;
- vi. Manage processes pertaining to the annual shareholder meeting;
- vii. Monitor corporate governance developments and assist the board in applying governance practices to meet the board's needs and stakeholders' expectations; and
- viii. Serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

12. Supply of Information

All the directors, including Independent Non-Executive Directors, are allowed to access to information concerning the Company or other external information as they may feel necessary. Board papers and reports which include the Group's performance and major operational, financial and corporate information will be distributed to the Directors with sufficient time prior to Board meetings to enable Directors to obtain further explanation, where necessary, in order to be properly briefed before the meeting.

The Directors may obtain independent professional advice in furtherance of their duties, at the Company expenses, if necessary.

13. Internal Control and Risk Management

The Board is responsible to maintain a sound system of internal controls to safeguard shareholders' investment and Group's assets. The Board shall recognize that such system is structured to manage rather than eliminate possibility of encountering risk of failure to achieve corporate objectives.

The Company outsourced its internal audit function to a consultancy firm which provides the Board with the level of assurance required on the adequacy and integrity of the system of internal control. The internal audit function adopts a risk-based approach and prepares its audit strategy and plan based on the updated risk profile of the Company.

The Audit Committee considers the report from the internal audit function and Management's responses, before reporting and making recommendations to the Board in strengthening the risk management and internal control systems.

14. Financial Reporting

The Board is responsible to ensure that the financial statements are prepared in accordance with the Company Act, 1965 and the applicable approved accounting standards set by Malaysian Accounting Standard Board so as to present a balanced and fair assessment of the Group's financial position and prospects. The Directors are also responsible for keeping proper accounting records, safeguarding the assets of the Company and taking reasonable steps to prevent and enable detection of fraud and other irregularities.

15. Investor Relations and Shareholders Communication

The Board shall ensure the important information are disseminated to shareholders, stakeholders and the public at large through timely announcement of events, quarterly announcement of financial results to all shareholders in line with Bursa Malaysia objectives of ensuring transparency and good corporate governance. Additional information is available from the Company's website at <http://www.ucrest.net/>. In addition, product information also available on the Company's various websites.

16. Code of Ethics and Conducts

The Code of Ethics and Conducts shall be based on the following principles:-

- Conflicts of interest;
- Corporate opportunities;
- Protection of confidential information;
- Protection and proper use of company assets;
- Compliance with laws, rules and regulations;
- Trading on inside information;
- Bribery and Corruption;
- Money Laundering;
- Preventing the Abuse of Power;
- Compliance with this Code and reporting of any illegal or unethical behavior;
- and
- Waivers and amendments.

This Code of Ethics and Conducts is to be observed by all employees, officers and directors of the Group. The Board shall review the Code of Ethics and Conducts periodically to ensure it remains relevant and appropriate.

17. Corporate Social Responsibilities

The Board shall ensure the Company commits towards good corporate social responsibility participation especially the areas on the workplace, the community and the market place including the conduct of various training programmes for the human capital development, the commitment on time and effort in educating and developing the next work generation through the UCrest Internship Program and to continue to invest in the R&D and places importance on innovation to enrich the quality of its product and services in ensuring customer satisfaction.

18. Review of Board Charter

The Board Charter will be reviewed periodically and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board's responsibilities.

This Charter shall be made available at the Company's website at <http://www.ucrest.net/>.

Appendix I

UCREST BERHAD (420056-K) (FORMERLY KNOWN AS PALETTE MULTIMEDIA BHD)

AUDIT COMMITTEE

TERMS OF REFERENCE

PRIMARY PURPOSES

The Audit Committee shall:

- (a) provide assistance to the Board in fulfilling its fiduciary responsibilities relating to the corporate accounting and practices for the Company and all its wholly and majority owned subsidiaries ("Group").
- (b) improve the Group's business efficiency, the quality of the accounting function, the system of internal controls and audit function and strengthen the confidence of the public in the Group's reported results.
- (c) maintain through regularly scheduled meetings, a direct line of communication between the Board and the external auditors as well as internal auditors.
- (d) enhance the independence of both the external and internal auditors function through active participation in the audit process.
- (e) strengthen the role of the independent Directors by giving them in-depth knowledge on the operations of the Company and the Group through their participation in the Committee.
- (f) act upon the Board of Directors request to investigate and report on any issues or concerns in regard to the management of the Group.

Appendix I (con'd)

COMPOSITION

The Audit Committee shall be appointed by the directors from among themselves which fulfills the following requirements:

- (a) the Audit Committee shall composed of no fewer than three (3) members;
- (b) all the Audit Committee members must be non-executive directors**, with a majority of independent directors;
- (c) the Chairman of the Audit Committee shall be an independent director and shall not be the Chairman of the Board;
- (d) at least one (1) member of the audit committee:-**
 - (i) must be a member of the Malaysian Institute of Accountants; or
 - (ii) if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and:-
 - (aa) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - (bb) he must be a member of one of the association of accountants specified in Part II of 1st Schedule of the Accountants Act 1967; or
 - (ii) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad.
- (e) no alternate director shall be appointed as an Audit Committee member; and**
- (f) the chief executive officer shall not be a member of the Audit Committee
- (g) A former key audit engagement partner of the Company's external auditors firm is required to observe a cooling-off period of at least 2 years before he or she could be appointed as a member of the Committee.

Appendix I (con'd)

AUTHORITY

The Audit Committee shall in accordance with the procedure determined by the Board and at the cost of the Company:-

- (a) have explicit authority to investigate any matter within its terms of reference;
- (b) have the resources which are required to performs its duties;
- (c) have full and unrestricted access to any information pertaining to the Company;
- (d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function;
- (e) be able to obtain independent/external professional or other advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
- (f) be able to convene meetings with the external auditors excluding the attendance of the executive members of the Company, whenever deemed necessary.

FUNCTION AND DUTIES

The function of the Audit Committee are as follows :-

1. Review the following and report the same to the board of directors :**
 - (a) with the external auditor, the audit plan;
 - (b) with the external auditor, his evaluation of the system of internal controls;
 - (c) with the external auditor, his audit report;
 - (d) the assistance given by the employees of the Company to the external auditor;
 - (e) the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;

Appendix I (con'd)

- (f) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not a appropriate action is taken on the recommendations of the internal audit function;
 - (g) the quarterly results and year end financial statements, before the approval by the board of directors, focusing particularly on -
 - (i) changes in or implementation of major accounting policy changes;
 - (ii) significant and unusual events; and
 - (iii) compliance with accounting standards and other legal requirements;
 - (h) any related party transaction and conflict of interests situation that may arise within the listed corporation or group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - (i) any letter of resignation from the external auditors of the Company; and
 - (j) whether there is reason (supported by grounds) to believe that the listed corporation's external auditor is not suitable for re-appointment; and
2. To consider the appointment of the external auditors, the audit fee and any questions of resignation or dismissal and on whether there is reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment.
 3. To discuss with the external auditor before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.
 4. To carry out any other function that may be mutually agreed upon by the Committee and the Board which would be beneficial to the Company and ensure the effectiveness discharge of the Committee's duties and responsibilities.
 5. The Committee actions shall be reported to the Board of Directors with such recommendations as the Committee deemed appropriate.
 6. To report to the Bursa Malaysia Securities Berhad ("Bursa Malaysia") on any matter reported by it to the Board of the Company which has not been satisfactorily resolved resulting in a breach of the Bursa Malaysia's listing requirement.

Appendix I (con'd)

RETIREMENT AND RESIGNATION

In the event of any vacancy in the Audit Committee. The Company shall fill in the vacancy within three (3) months**.

PROCEDURE OF AUDIT COMMITTEE

The Audit Committee may regulate its own procedures, in particular :

- (a) the calling of meetings;
- (b) the notice to be given of such meetings;
- (c) the voting and proceedings of such meetings;
- (d) the keeping of minutes; and
- (e) the custody, production and inspection of such minutes.

MEETINGS

1. The committee shall meet at least four (4) times in a year or more frequently as circumstances required with due notice of issues to be discussed and shall record its conclusions in discharging its duties and responsibilities.
2. The quorum shall consists of a majority of independent directors and shall not be less than two (2).
3. Upon the request of any member of the Committee, the external auditors or the internal auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters which should be brought to the attention of the directors or shareholders.
4. The external auditors and internal auditors have the right to appear and be heard at any meeting of the Committee and shall appear before the Committee when required to do so by the Committee.
5. The Committee may invite any Board member or any member of management or any employee of the Company who the Committee thinks fit to attend its meetings to assist and to provide pertinent information as necessary.

Appendix I (con'd)

6. The Company must ensure that other directors and employees attend any particular Audit Committee meeting only at the Audit Committee's invitation, specific to the relevant meeting.
7. Minutes of each meeting shall be signed by the Chairman of the meeting at which the proceedings were held and kept as part of the statutory record of the Company upon confirmation by the Board and a copy shall be distributed to each member of the Audit Committee.**
8. The minutes shall kept by the Company at the Registered Office or the principal place of business in Malaysia of the Company, and shall be open to the inspection of any member of the committee without charge.**

SECRETARY

The Company Secretary or other appropriate senior official shall be the Secretary to the Audit Committee.

Remarks

**Additional/ revised Terms

Appendix II

UCREST BERHAD (420056-K) (FORMERLY KNOWN AS PALETTE MULTIMEDIA BHD)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Composition

The members, including the Chairman, of the Nomination Committee shall be appointed by the Board. Its members shall comprise exclusively of non-executive directors, a majority of whom are independent and shall consist of not less than two (2) members.

The Chairman of the Nomination Committee shall be the Senior Independent Director identified by the Board.**

2. Quorum of Meetings

A minimum of two (2) Nomination Committee members present in person shall constitute the quorum.

3. Frequency of Meetings

The Nomination Committee shall meet at least annually or at such other frequency as the Chairman may determine.

4. Others

Except in the case of any emergency, reasonable notice of every meeting shall be given in writing and the notice of each meeting shall be served to the Nomination Committee personally or by sending it via fax or by email or through post or by courier.

Participants may be invited by the Nomination Committee from time to time to attend the meetings depending on the nature of the subject under review.

The Company Secretary or any other person whom the Nomination Committee deem fit shall act as the Secretary of the Committee and shall be responsible for sending out notices of meetings and preparing and keeping the minutes of meetings.

Appendix II (con'd)

5. Functions of the Nomination Committee

The Nomination Committee should:-

- a. Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board after considering the candidates' -
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, to evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- b. Consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and within the bounds of practicability, by any other senior executive or any director or shareholder;
- c. Assess and recommend to the Board, directors to fill the seats on Board Committees.
- d. Undertake an annual review of the required mix of skills, experience and diversity (including gender diversity)** and other qualities of Directors, including core competencies which Non-Executive Directors should bring to the Board and to disclose this forthwith in every Annual Report;
- e. Assist the Board to introduce a criteria and to formulate and implement a procedure to be carried out by the Nomination Committee annually for assessing the effectiveness of the Board as a whole, the Board Committees and for assessing the contributions of each individual Director;
- f. To ensure that the Directors to retire by rotation to be in accordance with the Articles of Association of the Company;
- g. To ensure that the process carried out in the evaluation and assessment be properly documented.
- h. To conduct assessment of the independent directors who have served the Board for a period of nine (9) years and above and to recommend to the Board whether the independent director should remain independent or be re-designated.**

Appendix II (con'd)

- i. To review the induction and training needs of Directors.**
- j. To report to the Board on Board and key management succession planning.**

6. Variation

The above Terms of Reference may be determined and/or varied by the Company's Board of Directors at any time and from time to time.

Remarks

**Additional/ revised Terms

Appendix III

UCREST BERHAD (420056-K) (FORMERLY KNOWN AS PALETTE MULTIMEDIA BHD)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Composition

The members, including the Chairman, of the Remuneration Committee shall be appointed by the Board. Its members shall comprise ~~**exclusively wholly~~ or ~~**majority mainly~~ of non-executive Directors and shall consist of not less than 2 members.

2. Quorum of Meetings

A minimum of two (2) Remuneration Committee members present in person shall constitute the quorum.

3. Frequency of Meetings

The Remuneration Committee shall meet at least annually or at such other frequency as the Chairman may determine.

4. Others

Except in the case of any emergency, reasonable notice of every meeting shall be given in writing and the notice of each meeting shall be served to the Remuneration Committee personally or by sending it via fax or by email or through post or by courier.

Participants may be invited by the Remuneration Committee from time to time to attend the meetings depending on the nature of the subject under review.

The Company Secretary or any other person whom the Remuneration Committee deem fit shall act as the Secretary of the Committee and shall be responsible for sending out notices of meetings and preparing and keeping the minutes of meetings.

Appendix III (con'd)

5. Functions of the Remuneration Committee

The Remuneration Committee should:-

- a. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors;
- b. To structure the component parts of the Executive Directors' remuneration so as to link rewards to corporate and individual performance; whereas, in the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibilities undertaken by the particular Non-Executive Director concerned;
- c. Ensure the levels of remuneration are sufficient to attract and retain the directors needed to run the Company successfully. The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman is a matter for the Board as a whole. The individuals concerned shall abstain from discussion of their own remuneration.

6. Variation

The above Terms of Reference may be determined and/or varied by the Company's Board of Directors at any time and from time to time.

Remarks

**Additional/ revised Terms.

Appendix IV

UCREST BERHAD (420056-K) (FORMERLY KNOWN AS PALETTE MULTIMEDIA BHD)

OPTION COMMITTEE

TERMS OF REFERENCE

1. Composition

The members, including the Chairman, of the Option Committee shall be appointed by the Board. Its members shall consist of not less than 2 members.

2. Quorum of Meetings

A minimum of two (2) Option Committee members present in person shall constitute the quorum.

3. Frequency of Meetings **

The Option Committee shall meet at least annually or at such other frequency as the Chairman may determine.

4. Others **

Except in the case of any emergency, reasonable notice of every meeting shall be given in writing and the notice of each meeting shall be served to the Option Committee personally or by sending it via fax or by email or through post or by courier.

Participants may be invited by the Option Committee from time to time to attend the meetings depending on the nature of the subject under review.

The Company Secretary or any other person whom the Option Committee deem fit shall act as the Secretary of the Committee and shall be responsible for sending out notices of meetings and preparing and keeping the minutes of meetings.

Appendix IV (con'd)

5. Functions of the Option Committee

The Option Committee should:-

- a. assist the Board of Directors in discharging its responsibilities relating to the implementation of the ESOS in accordance with the relevant laws and regulations including the By-Law;
- b. carry out functions relating to the Scheme assigned by the Board of the Company.

6. Variation

The above Terms of Reference may be determined and/or varied by the Company's Board of Directors at any time and from time to time.